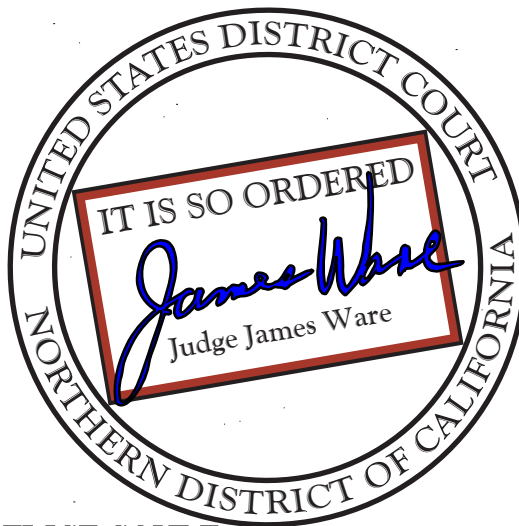


1. ROGERS JOSEPH O'DONNELL
2. THOMAS H. CARLSON (State Bar No. 121367)
3. TYSON ARBUTHNOT (State Bar No. 215225)
4. 311 California Street, 10th Floor
5. San Francisco, California 94104
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8. Attorneys for Plaintiffs
9. 21X CAPITAL LTD. and DAVID A.
10. BREWER



11. UNITED STATES DISTRICT COURT

12. NORTHERN DISTRICT OF CALIFORNIA SAN JOSE DIVISION

13. 21X CAPITAL LTD. and DAVID A.
14. BREWER,

15. Plaintiffs,

16. vs.

17. ROBERT WERRA and JOHN WERRA,

18. Defendants.

Case No. C06-04135 JW (HRL)

19. **STIPULATION AND [PROPOSED]**
20. **ORDER APPROVING SUPERSEDEAS**
21. **BOND**

22. WHEREAS, plaintiffs have filed an appeal to the Ninth Circuit Court of
23. Appeals from the amended judgment of the district court regarding the award of attorneys'
24. fees entered in this case on May 27, 2009 (including the underlying order amending
25. judgment, granting in part defendants' motion for attorneys fees and expenses, granting in
26. part defendants' motion for review of clerks taxation of costs, entered in this case on May 27,
27. 2009), and the denial of plaintiff David A. Brewer's motion to amend, correct, or clarify the
28. amended judgment, entered in this case on September 23, 2009; and

WHEREAS, plaintiff David A. Brewer wishes to stay enforcement of the
amended judgment pending determination of the appeal; and

WHEREAS, pursuant to Federal Rule of Civil Procedure 62(d), plaintiff David
A. Brewer has filed and posted a supersedeas bond issued by a California admitted surety
company in the amount of One Million Eight Hundred Seventy Five Thousand Dollars

1 (\$1,875,000.00), a true and correct copy of which is attached hereto; and

2 WHEREAS, plaintiff 21X Capital Ltd. acknowledges that approval of plaintiff
3 David A. Brewer's supersedeas bond will not stay enforcement of the judgment as against
4 plaintiff 21X Capital Ltd.; and

5 WHEREAS, plaintiff David A. Brewer desires that this Court approve his
6 supersedeas bond without need for motion practice; and

7 WHEREAS, the parties stipulate that plaintiff David A. Brewer's supersedeas
8 bond be approved by the Court.

9 IT IS SO STIPULATED.

10 Dated: October 23, 2009

ROGERS JOSEPH O'DONNELL

11 By: 
12

13 THOMAS H. CARLSON
14 Attorneys for Plaintiffs
15 21X CAPITAL LTD. and DAVID A.
BREWER

16 Dated: October 26, 2009

KEKER & VAN NEST

17 By: 
18

19 JON STREETER
20 Attorneys for Defendants ROBERT
WERRA and JOHN WERRA

21 Pursuant to stipulation, and for good cause shown, the Stipulation is approved
22 and IT IS SO ORDERED.

23 Dated: October 30, 2009

24 
25
26 HON. JAMES WARE
United States District Court Judge

American Contractors Indemnity Company

THE UNITED STATES DISTRICT COURT, FOR THE NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

21X CAPITAL LTD., ET AL.,

Plaintiff,

vs.

ROBERT WERRA, ET AL.,

Defendant.

No. C 06-04135 JW

UNDERTAKING FOR _____

APPEAL

an WHEREAS, DAVID BREWER

desire(s) to give an undertaking for APPEAL

as provided by applicable rules of the Federal Rules of Civil Procedure.

NOW, THEREFORE, the undersigned surety, does hereby obligate itself, jointly and severally to ROBERT WERRA AND JOHN WERRA

_____ under said statutory obligations in the sum of
ONE MILLION EIGHT HUNDRED SEVENTY FIVE THOUSAND AND NO/100THS Dollars (\$1,875,000.00).

IT IS FURTHER AGREED by the Surety, that in case of default or contumacy on the part of the Surety, the Court may, upon notice to it of not less than ten days, proceed summarily and render judgment against it in accordance with their obligation and award execution thereon.

Signed, sealed and dated this 16TH day of OCTOBER,
20 09 .

BOND NO. 1000792868

PREMIUM: \$19,250.00 PER ANNUM.

BY: _____

Paul D. Fazzio

Attorney-in-fact

American Contractors Indemnity Company
601 S. Figueroa Street, Suite 1600
Los Angeles, CA 90017
310 - 649 - 0990

POWER OF ATTORNEY

AMERICAN CONTRACTORS INDEMNITY COMPANY UNITED STATES SURETY COMPANY U.S. SPECIALTY INSURANCE COMPANY

KNOW ALL MEN BY THESE PRESENTS: That American Contractors Indemnity Company, a California corporation, United States Surety Company, a Maryland corporation and U.S. Specialty Insurance Company, a Texas corporation (collectively, the "Companies"), do by these presents make, constitute and appoint:

David J. Carter or Paul D. Fazzio of San Francisco, California

its true and lawful Attorney(s)-in-fact, each in their separate capacity if more than one is named above, with full power and authority hereby conferred in its name, place and stead, to execute, acknowledge and deliver any and all bonds, recognizances, undertakings or other instruments or contracts of suretyship to include riders, amendments, and consents of surety, providing the bond penalty does not exceed *****Three Million***** Dollars (\$ **3,000,000.00**).

This Power of Attorney shall expire without further action on December 8, 2012. This Power of Attorney is granted under and by authority of the following resolutions adopted by the Boards of Directors of the Companies:

Be it Resolved, that the President, any Vice-President, any Assistant Vice-President, any Secretary or any Assistant Secretary shall be and is hereby vested with full power and authority to appoint any one or more suitable persons as Attorney(s)-in-fact to represent and act for and on behalf of the Company subject to the following provisions:

Attorney-in-Fact may be given full power and authority for and in the name of and on behalf of the Company, to execute, acknowledge and deliver, any and all bonds, recognizances, contracts, agreements or indemnity and other conditional or obligatory undertakings and any and all notices and documents canceling or terminating the Company's liability thereunder, and any such instruments so executed by any such Attorney-in-Fact shall be binding upon the Company as if signed by the President and sealed and effected by the Corporate Secretary

Be it Resolved, that the signature of any authorized officer and seal of the Company heretofore or hereafter affixed to any power of attorney or any certificate relating thereto by facsimile, and any power of attorney or certificate bearing facsimile signature or facsimile seal shall be valid and binding upon the Company with respect to any bond or undertaking to which it is attached.

IN WITNESS WHEREOF, The Companies have caused this instrument to be signed and their corporate seals to be hereto affixed, this 15th day of June, 2009.

AMERICAN CONTRACTORS INDEMNITY COMPANY UNITED STATES SURETY COMPANY U.S. SPECIALTY INSURANCE COMPANY

Corporate Seals

By: 

Daniel P. Aguilar, Vice President

State of California

County of Los Angeles SS:

On this 15th day of June, 2009, before me, V. Wright, a notary public, personally appeared Daniel P. Aguilar, Vice President of American Contractors Indemnity Company, United States Surety Company and U.S. Specialty Insurance Company who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct. WITNESS my hand and official seal.

Signature  (Seal)

I, Jeannie J. Kim, Assistant Secretary of American Contractors Indemnity Company, United States Surety Company and U.S. Specialty Insurance Company, do hereby certify that the above and foregoing is a true and correct copy of a Power of Attorney, executed by said Companies, which is still in full force and effect; furthermore, the resolutions of the Boards of Directors, set out in the Power of Attorney are in full force and effect.

In Witness Whereof, I have hereunto set my hand and affixed the seals of said Companies at Los Angeles, California this 16th day of October, 2009

Corporate Seals

Bond No. 1000792868

Agency No. 2502



 Jeannie J. Kim, Assistant Secretary